

X-MEN

THE STRANGEST TEENS OF ALL!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

15¢ 66
MAR



MARVEL
COMICS
GROUP



THE **HULK** LASHES OUT!

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**SOLID CRASH
WEIGHT GAIN
FORMULA #7 PLAN**
available at the following stores

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Joe Weider, Trainer of Champions Since 1936,
Produces Another Breakthrough!

THIS DELICIOUS ZESTFUL DRINK PUTS AN END TO THE SKINNY BODY!

**You Drink on Up to
A-Pound-A-Day...
14 Pounds in 14 Days
or Every Penny Back!**

**GUARANTEED
TO MAKE YOU
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ON
STRONG!**
by putting an end to
your skinny body—
IN JUST 14 DAYS!



No Dieting. No Exercise. It's the new kicky, lazy way to "drink on" figure-shaping pounds.
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Joe Weider, trainer of champions, has discovered the way to a healthier, happier, more virile you in just 14 days! This totally new and nutritional drink is absolutely guaranteed to put an end to your hungry-looking body, to fill out your narrow, shallow chest, your skinny arms and spindly legs—fast! **JUST DRINK 4 ZESTFUL GLASSES DAILY**, with your regular meals, and you take in up to 3,500 extra calories a day! Crash Weight Gain Formula #7 does all the work for you—making you a handsomer, more exciting take-charge guy who can perform like a tiger from morning to night! It's the only crash weight program tested and proved through university research. Complete documented report available on request. It really works!

FREE!



**FOR MEN OF ALL AGES
WHO WANT TO "SHAPE UP" FAST!**
Turn your weight-gains into solid muscle. This 48-page illustrated guide filled with latest ideas on how you can "Muscle up" to a handsome muscular body. Guaranteed to add 3" to your arms, 6" to your chest, 3" to your legs—fast!

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TO RESHAPE THEIR FIGURE FAST!**
Here's a Mini-Course that transforms you from a scrawny "No-Body" to a curvy careensable Some-Body! Reshape your figure—chest blossoms, thighs, arms, legs, less their bony, ugly look. You become a whole new Happy Happening in 14 days! Choice of One Course Free With Every Purchase!

**If No One
is Complimenting
Your Appearance—
Feed it Solid
"Crash-Weight Gain"
Formula #7**



SHAPE UP FAST! OR IT COSTS YOU NOTHING!



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☐ 7-Day Supply of CW #7 \$ 8.00
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Check Flavor Desired ☐ Vanilla ☐ Chocolate
Check Free Course Needed ☐ For Men ☐ For Women

NAME..... AGE.....
ADDRESS.....
CITY..... STATE..... ZIP.....

X-MEN THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

The **MUTANTS** and the **MONSTER**

PROFESSOR X LIVES!!
BUT THE STRAIN OF HIS
HARD-WON VICTORY OVER THE
STAR-SPAWNED Z'NOX*--THE
MENTAL AGONY OF LINKING
UP THE MINDS OF HALF A
PLANET--HAVE TAKEN A
MOST DREADFUL TOLL--!

IF ONLY WE **KNEW**
--WILL HE EVER
EMERGE FROM HIS
COMATOSE STATE,
OR--?

**DON'T,
HANK!
DON'T EVEN
SAY IT!**

**HE MUST
RECOVER--
HE MUST!!**

IT WOULD BE THE
GRIMMEST IRONY OF
ALL, IF HE HAD
RETURNED TO
US AFTER SO MANY
LONG MONTHS--

ONLY TO HAVE
HIS **GREATEST**
TRIUMPH ALSO
BECOME--HIS
FINAL ONE--!

STAN LEE • **ROY THOMAS** • **SAL BUSCEMA**
EDITOR WRITER ARTIST

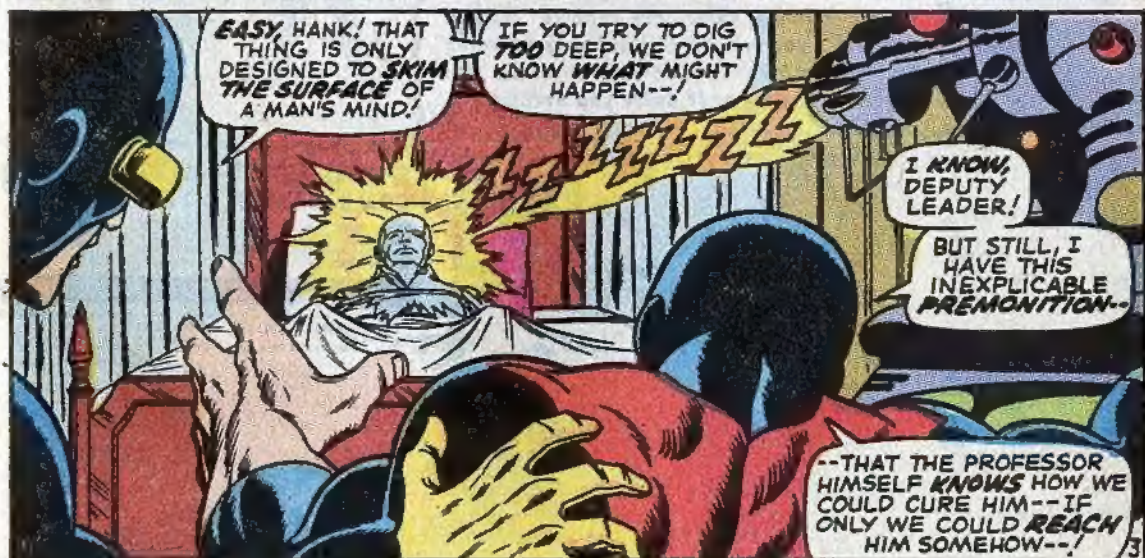
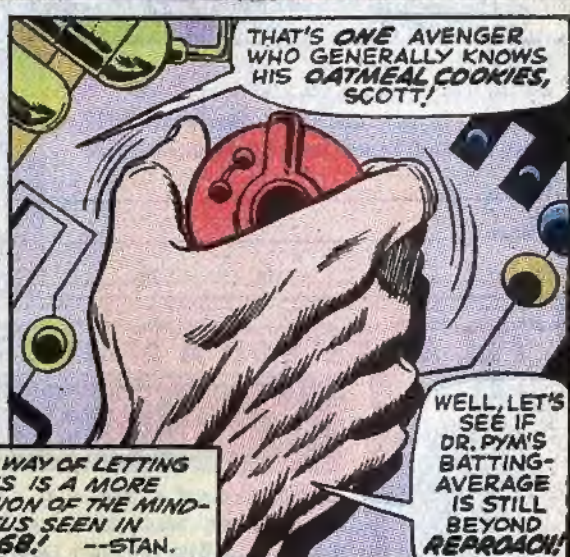
SAM GRAINGER, EMBELLISHER
ARTIE SIMEK, LETTERER

***AS
RECOUNTED
LAST ISSUE!
--STAN.**

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CONTINUED AFTER NEXT PAGE

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I'LL MAKE YOU A MASTER OF

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I spent 3 years in Japan learning the 1000-year-old Oriental art of KARATE and was awarded the 4th Degree Black Belt... Now I'm ready to show the secrets of your own home defense. Now I'm ready to show the secrets of your own home defense. Now I'm ready to show the secrets of your own home defense.

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The result of hundreds of years of development in Japan, KARATE is the Oriental system of self-

defense in which you turn your hands, arms and legs into incredibly powerful weapons of attack. When you know how to use KARATE, you disarm and disarm your opponent in seconds.

When you apply KARATE techniques, you can cut an aggressive driver with a blow of the side of your hand. You can lose an assailant from the roof over your shoulder and slam him into the ground. (In fact, a recent photograph in *Time* Magazine shows a 115-lb. girl slapping her 140-lb. instructor into the practice mat!)

With KARATE you can disarm an opponent, render you with his fists, a broken bottle, a revolver, or any kind of weapon. You can turn an aggressive's attack into your advantage with only your bare hands, your arms and your legs.

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With KARATE you can disarm and disarm two, three and even four attackers. You can apply a simple pressure of your thumb and finger against any one of a dozen vital nerve centers of your opponent and watch his gun or knife fall from his limp hand while he himself slams to the ground completely helpless and faint.

In fact, a knowledge of KARATE will turn you into a NEW MAN even if you never actually have to use it! For you will become self-assured and

100's of Illustrations

only 99¢

completely confident of yourself and your ability to handle yourself. You will walk with a determined and confident step. You'll look any man in the eye and you'll walk the streets with the knowledge that NOTHING can frighten you - that you can deal with any man, any weapon, any situation - and that you can do all this with NO bodily contact!

Costs ONLY 99¢

You owe it to your own peace of mind to your loved ones to be able to defend yourself in those days when attack may come at any time from hoodlums, criminals and "vice guys." So mail coupon NOW for your complete instruction on KARATE - for the amazingly low price of only 99¢ plus \$4 for postage and handling. If you and your friends don't use KARATE, has made a new man out of you, every cent will be refunded!

GIANT LIFE-LIKE KARATE PRACTICE DUMMY

only 99¢



INCLUDES ILLUSTRATED KARATE INSTRUCTION PROGRAM! Now you can speed up your knowledge of KARATE and become a champion more quickly than you ever thought possible! You can practice on your own personal KARATE model - just as though you actually had a live opponent to work with. Amazingly life-like Giant KARATE PRACTICE DUMMY which should be expected. Instantly you know where to strike, while the easy-to-follow instructions included free with your KARATE BOOK show you HOW to attack. You also learn the body's most vulnerable regions, the defense or on-guard position to take, and your body's personal weapons which you can use in deadly effect, such as edge of hand, knee, elbow, etc. Big numbers on DUMMY show you exact location of pressure points and weak spots which you can practice attacking. Order your own personal DUMMY and illustrated KARATE instructions now. Check coupon. Only 99¢ plus \$4 for postage.

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NAME _____
ADDRESS _____
CITY _____ STATE _____
☐ I understand that by studying KARATE I am morally bound and obligated never to practice KARATE as an aggressor (only to defend myself) and will never abuse it.



NEXT, WITH A DESPERATE SURGE OF MENTAL EFFORT-- WHICH THROBS LIKE A LIVING BUT INVISIBLE THING BETWEEN THE CHAMBER'S FOUR WALLS--

CAN YOU HEAR ME, PROFESSOR? THIS IS JEAN GREY--THE ONE YOU NAMED MARVEL GIRL!

WE WANT TO HELP YOU--BRING YOU BACK TO US--IF YOU'LL JUST SHOW US THE WAY!

IF YOU HEAR ME, GIVE ME A SIGN--SOME SLIGHTEST SIGN--!



IT'S...NO USE, SCOTT!

THERE'S NO IMAGE IN THE PART OF HIS MIND THAT I CAN REACH--EXCEPT THE LUMBERING, DEADLY HULK!!

THEN HE MUST HAVE SOME CONNECTION WITH THE PROFESSOR'S CONDITION! BUT WHAT--?

AHHH! YOU SURMISE IT MAY BE BANNER WHO SOMEHOW HOLDS THE KEY--AND NOT THE HULK AT ALL!

HOLD IT! IT'S WELL KNOWN THAT THE HULK IS ALSO BRUCE BANNER--A FAMOUS PHYSICIST--!

BY GEORGE AND OTHER DE-FROCKED SAINTS--I THINK YOU'VE GOT IT!

AND WE'VE GOT TO DO WHAT HE TOLD US TO DO--GET THE HULK!

ALEX--THE PROFESSOR HAS MANY ENEMIES--!

SAY NO MORE, BROTHER MINE!

I'LL GUARD HIM WITH MY LIFE TILL YOU GET BACK!

I'LL... STAY HERE WITH YOU, ALEX....!





AND
ICEMAN
MAKES
THREE,
LADY!

MAYBE I'M MORE OF
A GREEN-EYED
MONSTER THAN THE
HULK--

BUT I ALSO
KNOW THAT ABSENCE
MAKES THE HEART
GROW FONDER--
OF **SOMEBODY**
ELSE!

MOMENTS LATER, FROM AN UNASSUMING
COTTAGE BEHIND THE WESTCHESTER COUNTY
MANSION...

DON'T FORGET
THAT **WARREN**
IS ON **GUARD**
DUTY, SCOTT!

WE MAY NEED
HIS HELP
BEFORE THIS
DAY IS OVER!

HE'S
NOT AN
EASY
LAD TO
FORGET,
JEAN--



--OR TO
OVERLOOK!

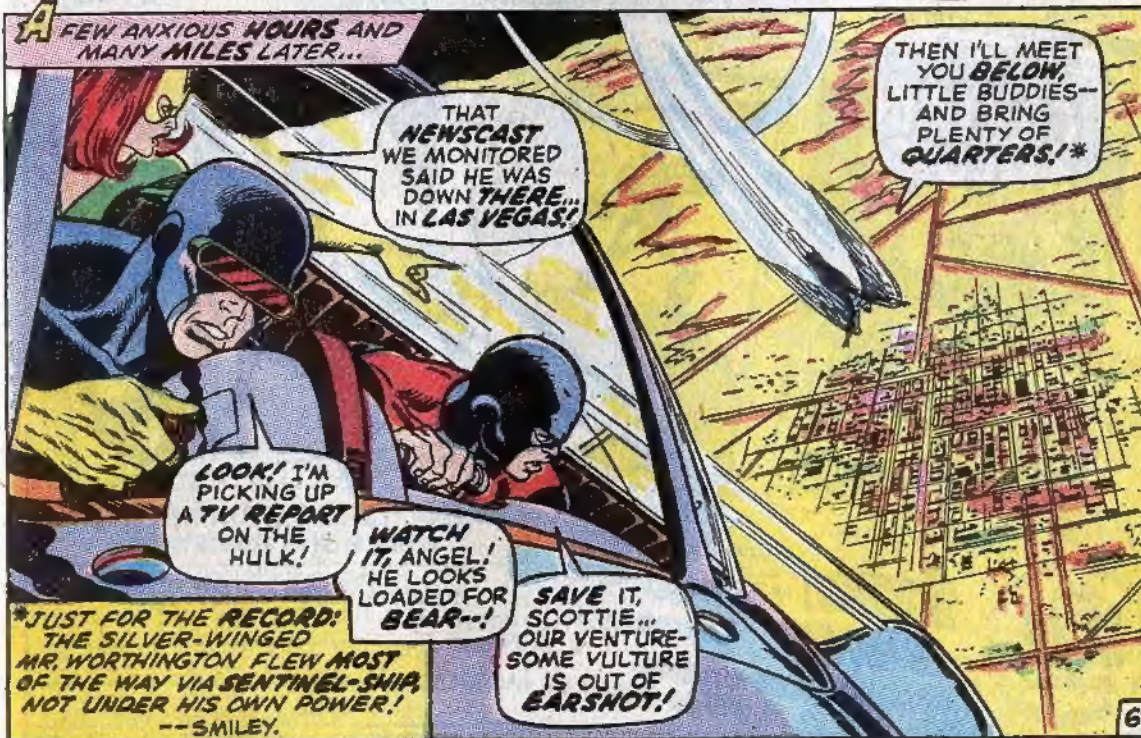
HEY!

OPEN UP
THE **PORT**
HATCH,
PEOPLE!

I DON'T KNOW
WHAT YOU'RE
UP TO--BUT THE
HIGH-FLYIN'
ANGEL WANTS
A PIECE OF
THE ACTION!

ANY
ACTION!

A FEW ANXIOUS HOURS AND
MANY MILES LATER...



THAT
NEWSCAST
WE MONITORED
SAID HE WAS
DOWN **THERE...**
IN **LAS VEGAS!**

THEN I'LL MEET
YOU **BELOW,**
LITTLE BUDDIES--
AND BRING
PLENTY OF
QUARTERS!*

LOOK! I'M
PICKING UP
A TV REPORT
ON THE
HULK!

WATCH
IT, ANGEL!
HE LOOKS
LOADED FOR
BEAR--!

SAVE IT,
SCOTTIE...
OUR VENTURE-
SOME VULTURE
IS OUT OF
EARSHOT!

***JUST FOR THE RECORD:**
THE SILVER-WINGED
MR. WORTHINGTON FLEW MOST
OF THE WAY VIA SENTINEL-SHIP,
NOT UNDER HIS OWN POWER!
--SMILEY.

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CONTINUED AFTER NEXT PAGE

THE MIGHTY MARVEL CHECKLIST

Marvelous Mags On Sale Right Now!

FANTASTIC FOUR #96: The Mad Thinker is back—more powerful than ever, and aided by his Androids of Death! 'Nuff said!

SPIDER-MAN #82: This is a special ish, in more ways than one! Starring the eerie menace of—Electrol! And wait till you see the art!

SILVER SURFER #13: A doomsday bomb, about to destroy the earth! The Surfer, alone on an isle of death! It's drama beyond compare!

AVENGERS #73: The Black Panther battles alone—against the sinister Sons of the Serpent! An instant classic!

THOR #173: All of you could ask for—and more! Ulik unleashed! The Ringmaster and his Circus of Crime! And action! Action! Action!

CAPTAIN AMERICA #123: Can a female defeat Cap? Don't answer till you meet Suprema, deadliest of the species!

X-MEN #65: The return of the most unexpected mutant of all!

Plus—a battle royal against—the Star Spawn!

DAREDEVIL #61: The leering, lethal Jester—the cunning Cobra—the unstoppable Mr. Hyde! And all they want is—DD's death!

HULK #125: The Absorbing Man is back—and ol' Green-Skin's got him! Or—is it the other way around? The answer'll rock ya!

IRON MAN #23: There's never been a hired assassin like—the Mercenary! If you like duel—to—the death thrills, this one's for you!

SUB-MARINER #23: At last! The warlord Krang strikes back! Plus—the menace of Orka, the Human Killer Whale!

SGR. FURY #75: We call it "The Deserter!"—and you'll call it one of the greatest war-mags of all time! We kid you not!

TOWER OF SHADOWS #4: Marvel at its most macabre—with three of the most far-out fantasies of all! Watch out for falling bats!

MARVEL TALES #25: The web-spinner—the thunder god—and the battling, blazing fireball! Together again in one mag—and terrific!

MARVEL SUPER-HEROES #25: The Man Without Fear—and the Mutants Without Peer—in other words, DD and the X-Men... and a green-skinned surprise!

AND, OF COURSE—

MY LOVE #4—WHERE MONSTERS DWELL #2—RINGO KID #2—KID COLT OUTLAW #143—MILLIE THE MODEL #180—CHILI #11—MAD ABOUT MILLIE #9—HOMER THE HAPPY GHOST #3—and PETER THE LITTLE PEST #3!

and, STILL ON SALE—

CHAMBER OF DARKNESS #3: The night is dark—the moon is full—and mysterious Marvel's back with three of its spookiest tales yet!

CAPT. SAVAGE #18: It's action time—as Simon Savage blasts his way out of a death camp in the war-torn Pacific!

MARVEL'S GREATEST COMICS #25: The F.F.—fighting side by side with the Sub-Mariner! Not to mention Iron Man and Doc Strange! Plus OUR LOVE STORY #3—RAW-HIDE KID #74—and maybe another mag or two even we can't remember!

Whew!

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CITY _____ STATE _____ ZIP _____

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FOR KIDS FROM 6 TO 60

Now, to commemorate the 50th anniversary of Professional Football, we offer these beautiful miniature toy helmets—exact duplicates of all the National Football League team colors and insignias. Imagine the surprise and delight as you build your own special collection of all your favorite PRO FOOTBALL TEAMS. You will be thrilled when you yourself put on the teams' insignias and stripes you receive with the helmets. These miniature PRO FOOTBALL HELMETS are complete in every detail, even down to the tiny detachable faceguards. They are a football fan's ideal, a collector's delight, and a treasured toy in the family for years and years to come.

START YOUR COLLECTION NOW

Hours and Hours of Fun and Excitement for the Whole Family. ASSEMBLE THEM... SHOW THEM... EVEN TRADE THEM. Be among the first to start this exciting collection. Make your child the hero of the neighborhood with this 50th Anniversary Gridiron Classic. These little helmets are available in sets of four for only \$1.00 as listed below.

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SPECIAL BONUS OFFER!
ALL 16 HELMETS ONLY \$3.00
PLUS 2 FREE DISPLAY GOAL POSTS
with OFFICIAL N.F.L. EMBLEMS



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Washington Redskins
Philadelphia Eagles

Set C
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Minnesota Vikings
Chicago Bears
Detroit Lions

Set B
Cleveland Browns
Pittsburgh Steelers
New Orleans Saints
St. Louis Cardinals

Set D
Baltimore Colts
Los Angeles Rams
San Francisco 49ers
Atlanta Falcons

Pro-Football Merchandising, Inc. 4806 Bergenline Avenue, Union City, N. J. 07087

Pro-Football Merchandising, Inc. Dept. F-501
4806 Bergenline Avenue
Union City, N. J. 07087

Gentlemen:

Please send me the following HELMET SETS:

- ☐ Set A \$1.00 plus 25¢ post. & hdg. ☐ Set C \$1.00 plus 25¢ post. & hdg.
☐ Set B \$1.00 plus 25¢ post. & hdg. ☐ Set D \$1.00 plus 25¢ post. & hdg.
☐ All 16 N.F.L. HELMETS \$3.00 postpaid. Plus 2 FREE GOAL POSTS
☐ All 10 A.F.L. HELMETS \$2.00 postpaid. Plus 1 FREE GOAL POST

I enclose cash, check or money order. Sorry, no C.O.D.

Name _____

Address _____

City _____ State _____ Zip _____





I DON'T IMAGINE
OL' JADE-JAWS
WILL BE HARD
TO FIND!

WELL, SPEAK
OF THE
DEVIL--!



OUT OF MY
PATH,
PUNY
HUMANS!

WHERE THE
HULK WALKS
...HE WALKS
ALONE!

MISTER, I
WOULDN'T
HAVE IT ANY
OTHER WAY!



LIKE *WOW!* EVEN
FROM THE PICTURES
I'VE SEEN, I NEVER
THOUGHT HE WOULD
LOOK SO LARGE...
SO POWERFUL!

I MIGHT AS
WELL DIVE-
BOMB A
DINOSAUR!

BETTER KEEP
AIRBORNE, TILL
SCOTTY AND
THE OTHERS
TOUCH DOWN!

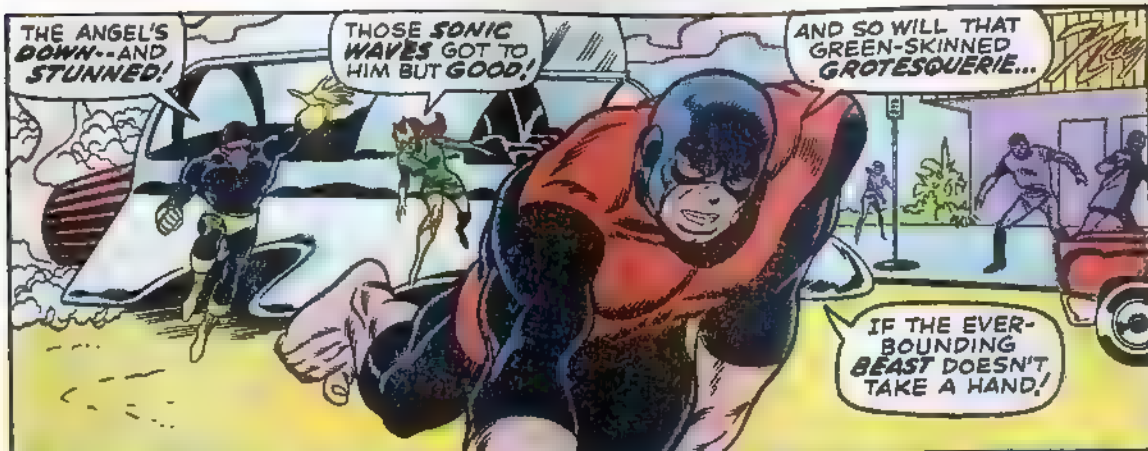
ONE OF
THE MASKED
ONES--WHO
ALWAYS
HOUND
THE HULK!



WELL, HULK HAS
HANDLED OTHER
MASKED ONES
BEFORE--

LIKE
THIS!!

ARRAHHH!



THE ANGEL'S
DOWN--AND
STUNNED!

THOSE SONIC
WAVES GOT TO
HIM BUT GOOD!

AND SO WILL THAT
GREEN-SKINNED
GROTESQUE...

IF THE EVER-
BOUNDING
BEAST DOESN'T
TAKE A HAND!



--OR SHOULD I SAY,
"TAKE A FOOT!"

THERE! THAT SHOULD
SUFFICE TO--

GOOD
LORD!

THE
BEHEMOTH
ISN'T EVEN
FAZED! HE--

WHOOOF!

YOU MASKED ONES
TALK TOO MUCH!

HULK
DOESN'T
TALK--
HE
ACTS!!

WAIT, HULK! THERE'S
NO REASON FOR US
TO FIGHT!

WE JUST WANT TO
ASK YOU A FEW
QUESTIONS--!

MORE
WORDS!
HULK IS
SICK OF
WORDS!

8

MEN ALWAYS USE WORDS TO *TRICK* HULK--TRY TO PUT HIM IN *CHAINS*!

BUT HULK WILL *NEVER* LET HIMSELF BE CHAINED AGAIN!

NEVER!!

SPAGHETTI!

LOOK OUT, JEANIE!

HE RIPPED UP THAT LAMPPOST LIKE A STRAND OF SPAGHETTI!

I DIDN'T WANT TO DO THIS, HULK--

BUT I'VE GOT TO!

WE'VE GOT *NOTHING* THAT'LL STOP YOU--EXCEPT THE FULL POWER OF MY OPTIC BLASTS!

WILL THEY STOP HULK, LITTLE MAN?

WILL THEY?

SLURP!

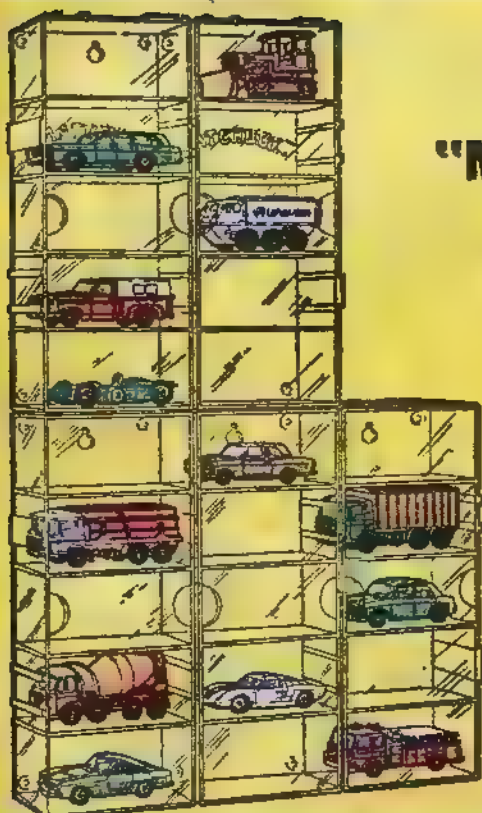
IT--CAN'T BE!

HE'S STILL COMING--AS IF HE WERE MERELY WADING THRU WATER!

I'M SLOWING HIM DOWN--BUT THAT'S ALL!

MAYBE IT'LL BE ENOUGH, SCOTT--

--IF I CAN FOCUS ALL MY MENTAL POWER ON HIM!!



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Wouldn't it be fun to make a see-through skyscraper as high as your ceiling? Or garages as wide as your wall? You can. All you need is your imagination and snap-together "MATCHBOX" Home Displays. Each plastic display holds 8 models. And they stand on the floor or a table or hang on a hook. And they'll keep your whole "MATCHBOX" collection neat and clean and on view. Buy one or two whenever you can. And don't worry if your city takes time. Remember, Rome wasn't built in a day.

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GRIT PUBLISHING CO., Williamsport, Pa. 17701 MC2-6

Send my first bundle of papers, selling helps and price offers.

Figure 1

Are You a Boy? _____ Age _____ Date Born _____ Year _____

In Care of _____

Street and No. _____ R. F. D. _____

Post Office _____ State _____

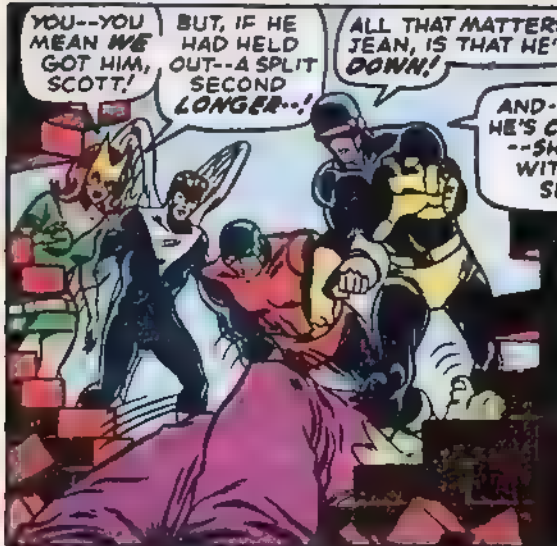
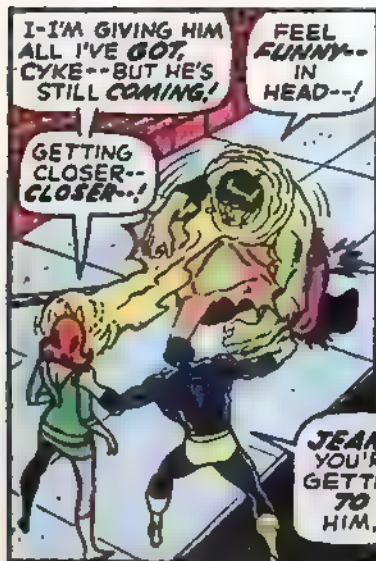
Zip Code No. _____

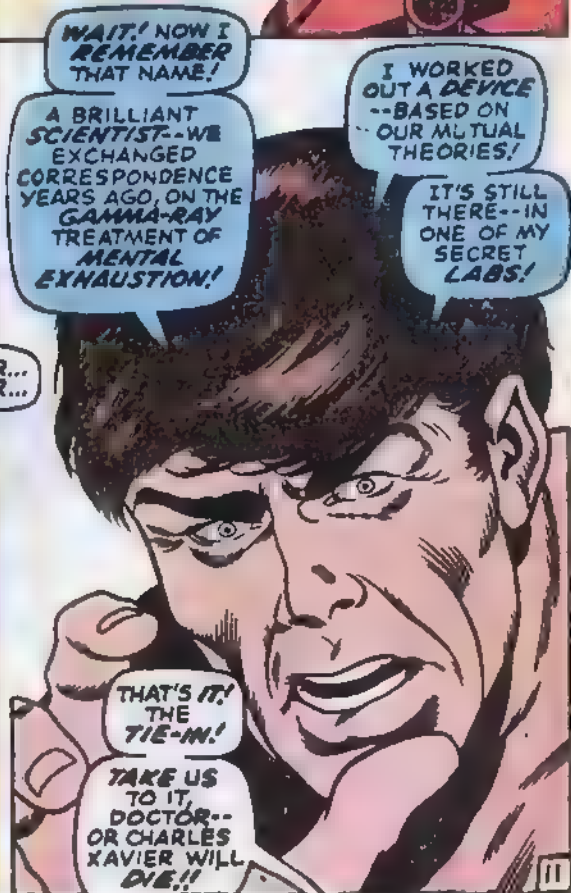
**Print Your
Last Name
Plainly Here**

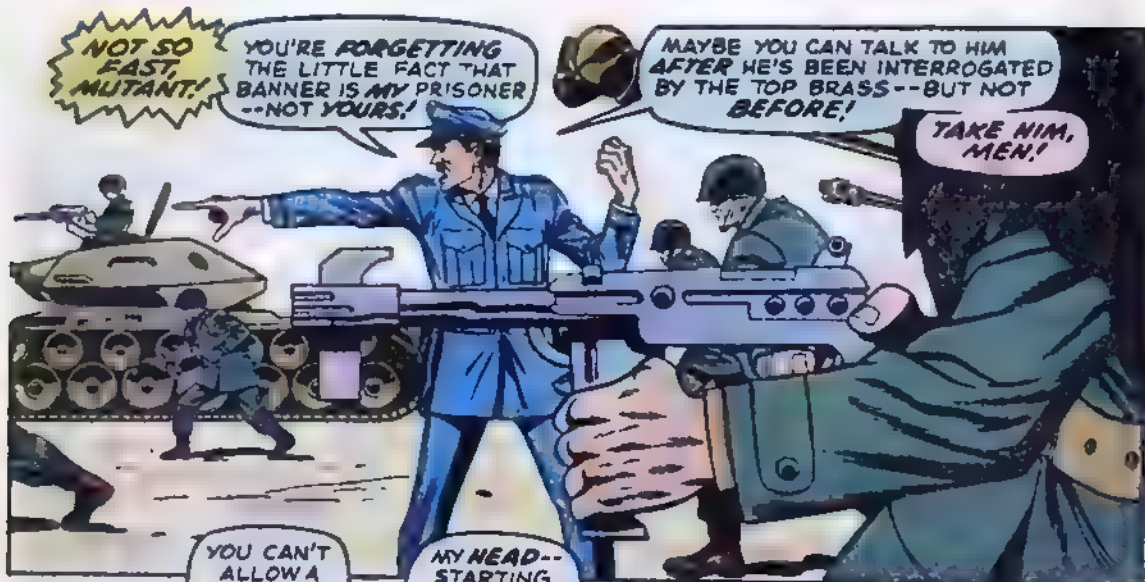
**MAIL
THIS
TODAY**

In an Envelope
Papers sent only
to boys in
Continental U. S.









NOT SO
FAST,
MUTANT!

YOU'RE FORGETTING
THE LITTLE FACT THAT
BANNER IS MY PRISONER
--NOT YOURS!

MAYBE YOU CAN TALK TO HIM
AFTER HE'S BEEN INTERROGATED
BY THE TOP BRASS--BUT NOT
BEFORE!

TAKE HIM,
MEN!

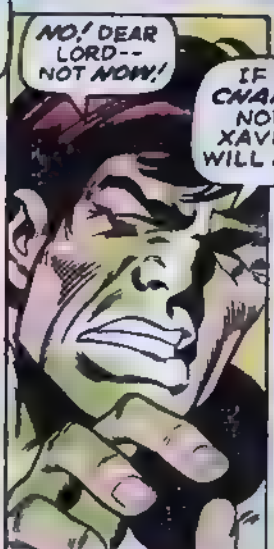


NO--WAIT,
TALBOT--
YOU MUST!

YOU CAN'T
ALLOW A
BRILLIANT
MAN TO
PERISH--
JUST
BECAUSE--
BECAUSE--



MY HEAD--
STARTING
TO THROB--
LIKE SO
MANY OTHER
TIMES--!



NO! DEAR
LORD--
NOT NOW!

IF I
CHANGE
NOW--
XAVIER
WILL DIE!



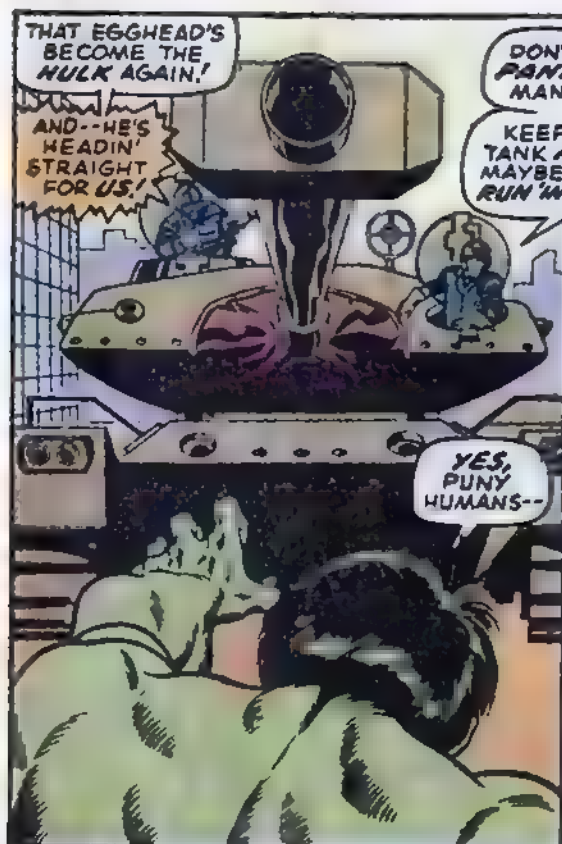
AND WHY
SHOULDN'T
HE DIE?

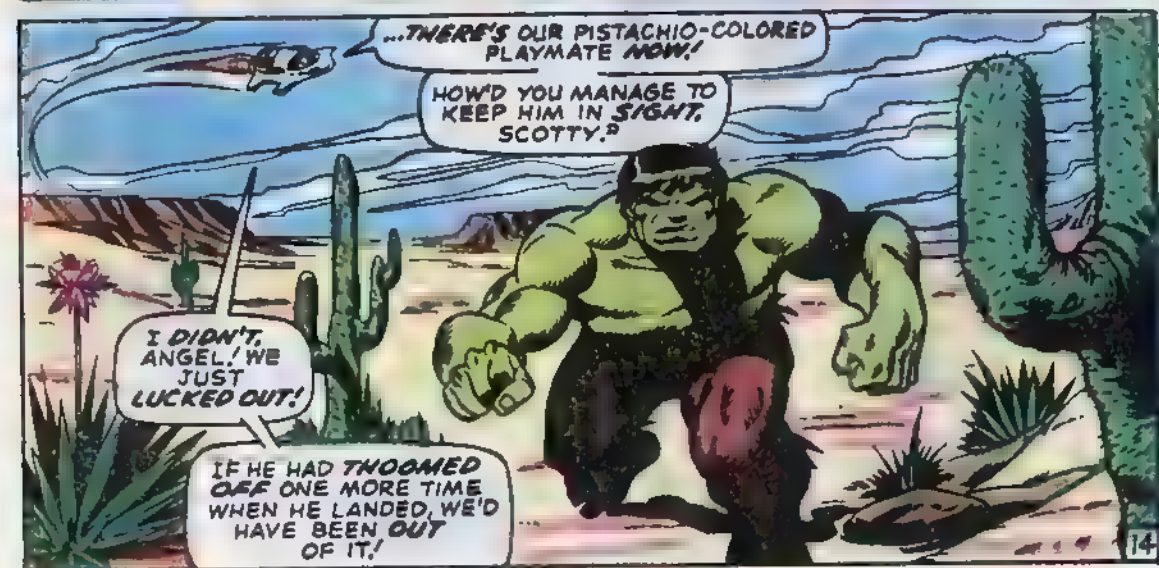
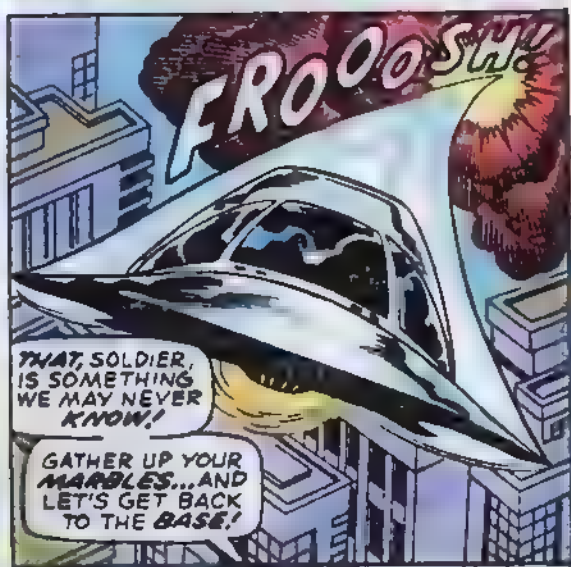
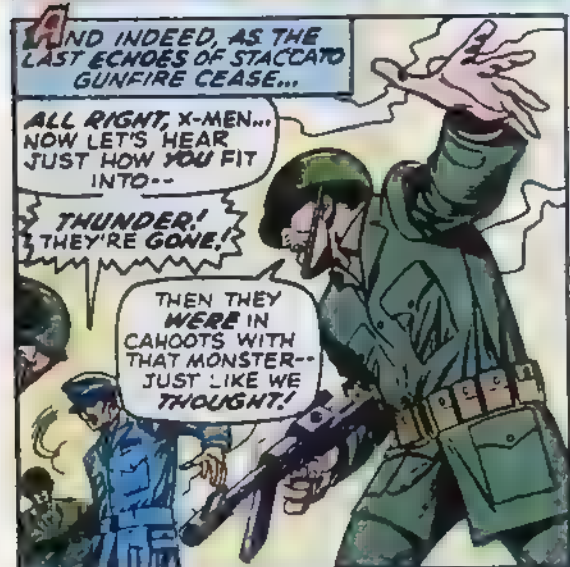
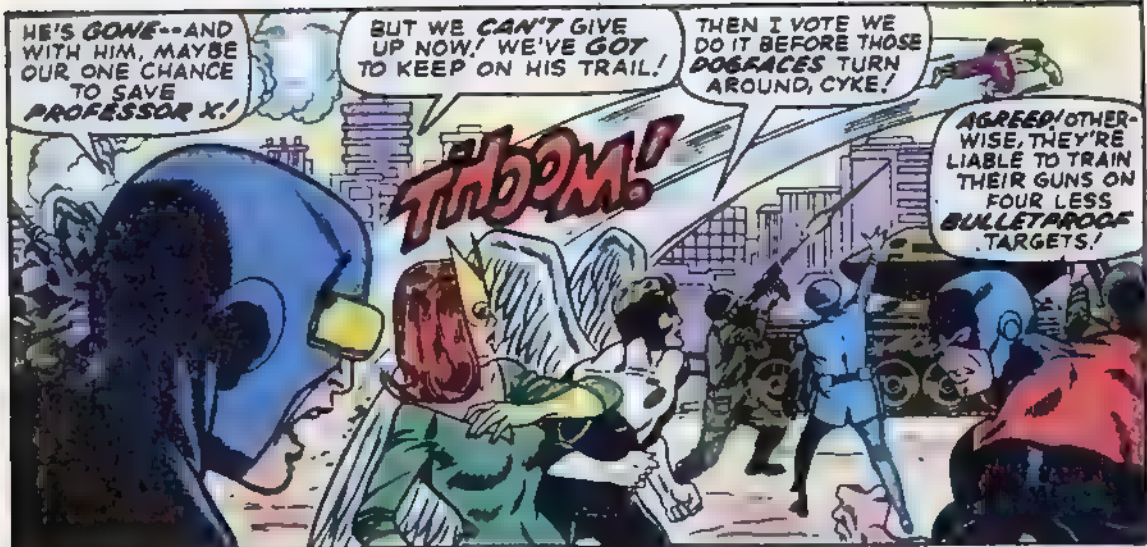
WHAT DOES
HE MATTER?

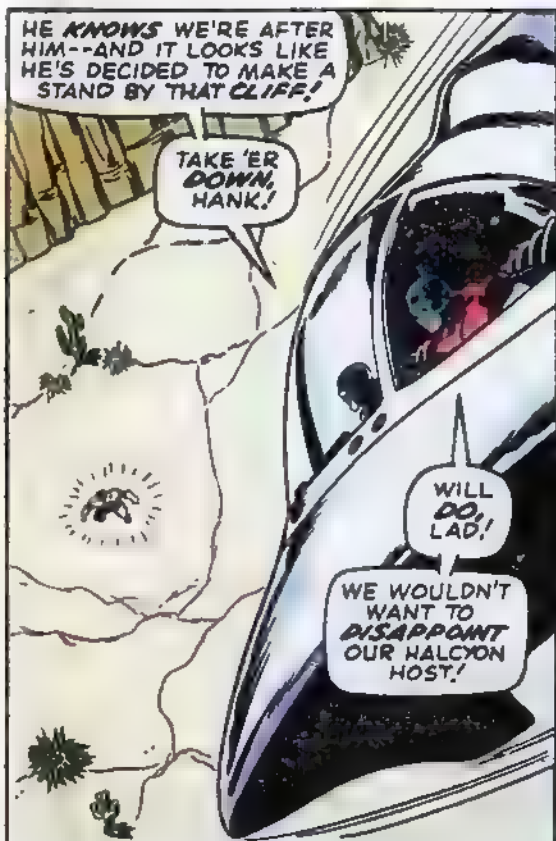


WHAT DOES
ANYTHING
MATTER--

--TO THE
HULK!!





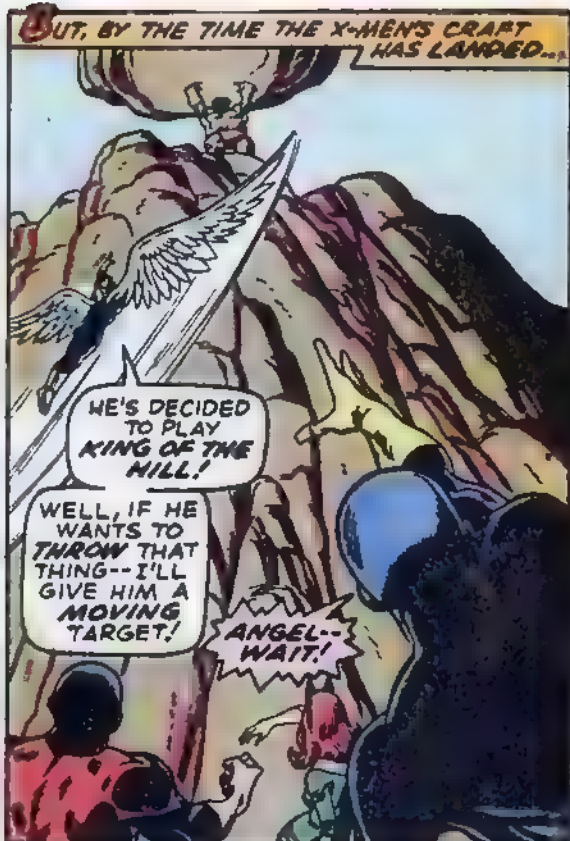


HE KNOWS WE'RE AFTER HIM--AND IT LOOKS LIKE HE'S DECIDED TO MAKE A STAND BY THAT CLIFF!

TAKE 'ER DOWN, HANK!

WILL DO, LAD!

WE WOULDN'T WANT TO DISAPPOINT OUR HALCYON HOST!



BUT, BY THE TIME THE X-MEN'S CRAFT HAS LANDED...

WE'S DECIDED TO PLAY KING OF THE HILL!

WELL, IF HE WANTS TO THROW THAT THING--I'LL GIVE HIM A MOVING TARGET!

ANGEL--WAIT!



UH OH! LOOKS LIKE OL' GREENSKIN PREFERS SITTYN' DUCKS INSTEAD!

HULK TOLD YOU NOT TO FOLLOW HIM!

HE'S IGNORING ME--TOSSEING THAT BOULDER AT THE OTHERS!

NOW--YOU'LL FIND OUT HULK MEANS WHAT HE SAYS!

HEADS UP, PEOPLE!!



NO SWEAT, FLYBOY! I'M ALL EYES!

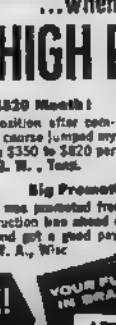
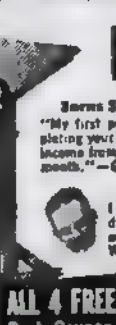
I'LL DEFLECT ANY STRAY ROCK FRAGMENTS, SCOTT--!

--WHILE THE BRAIN-STRAINING BEAST PURSUES A LITTLE SUB-PLAN ALL HIS OWN!

CONTINUED AFTER NEXT PAGE



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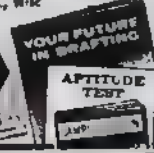


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BETTER Instantly!

BY FULL 2"



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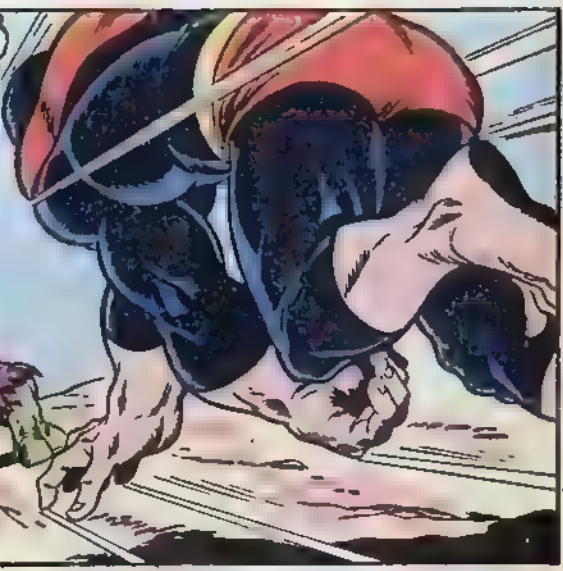
Just send name and address. Per package \$3.48 in postage for 1 jar and STA-LONG NAIL KIT or send 1 jar only. and we will post age 2 for \$3.58. 3 jars \$5.00. 18 jar trial. send SATISFY OR MONEY BACK. CONSUMER SERVICE 819-915-001 712 Church Street, N.Y.C. 10008

THE LITTLE CO. Dept. 7502, Box 600, Church St. N.Y.C. 10008

I SCRAMBLED UP THIS CLIFFSIDE IN THE BEST TRADITIONS OF JUSTICE DOUGLAS!
AND NOW--



GOT TO CATCH HIM OFF BALANCE--WHILE HE'S GESTICULATING MENACINGLY OVER THE EDGE OF THE CLIFF!



WHAT--??

A MASTER STROKE, IF I MUST SAY SO MYSELF!

AND APPARENTLY I MUST--LACKING ANY COGENT COMMENT BY OL' INCREDIBLE HERE!

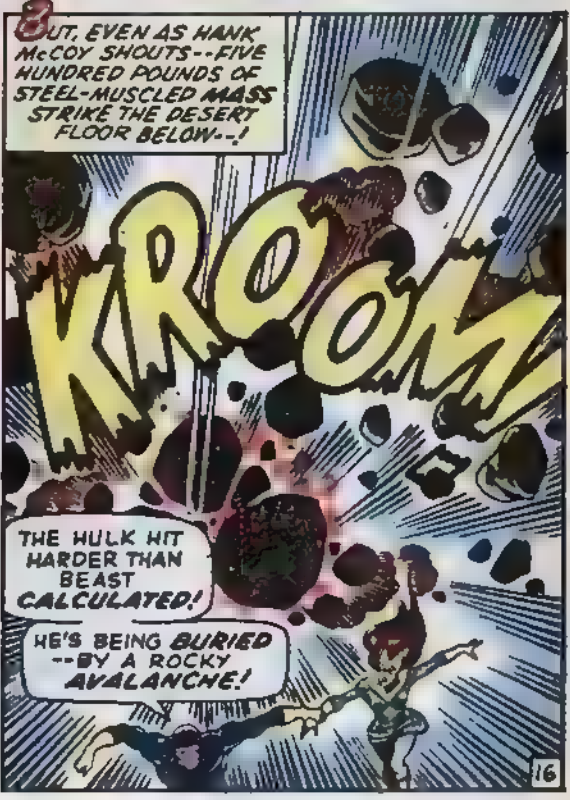


WE CAN MERELY JUMP--NOT FLY--SO THERE'S NO WAY TO CHECK HIS FALL!

OH YES... AND BEFORE I FORGET...

TIM-BERRRR!

AND, IF IT RENDERS HIM UNCONSCIOUS--HE MAY REVERT TO OUR FAVORITE PHYSICIST!

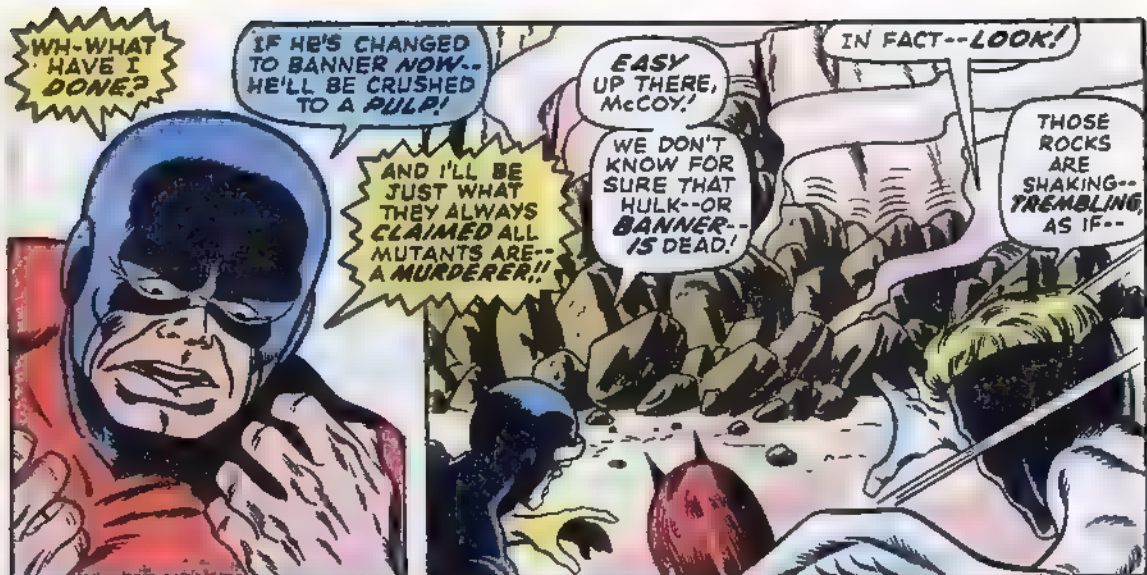


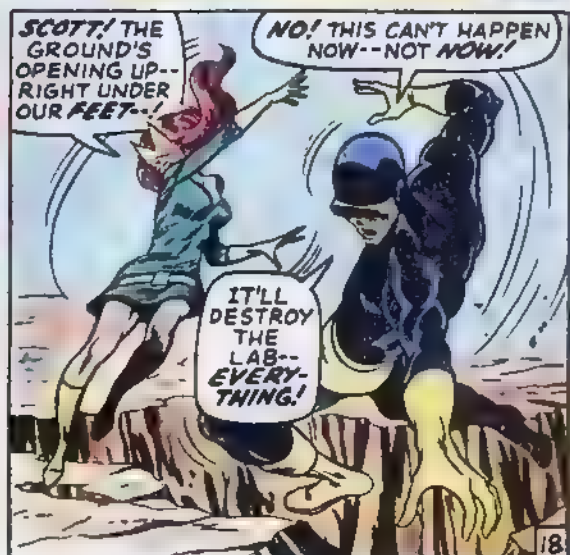
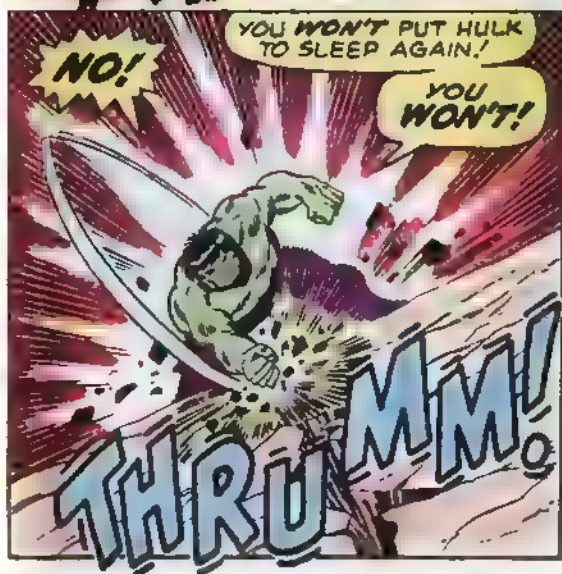
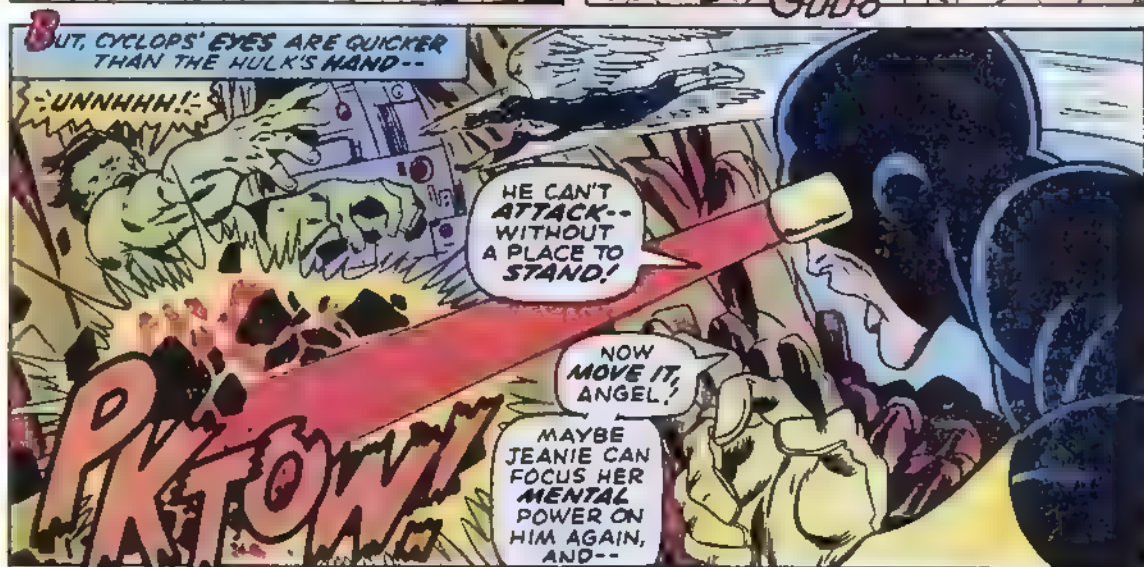
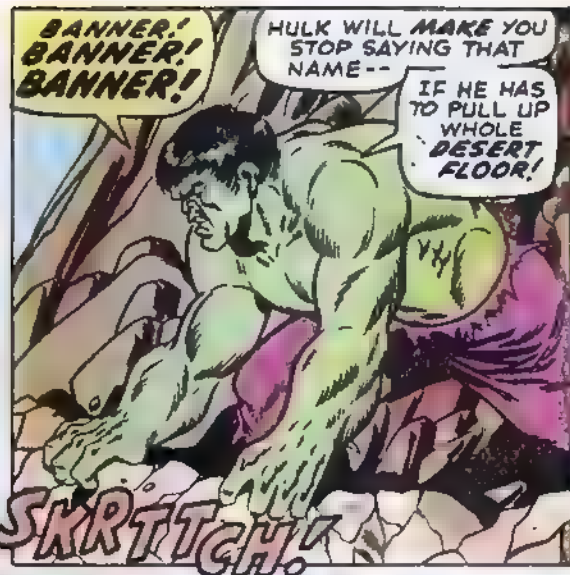
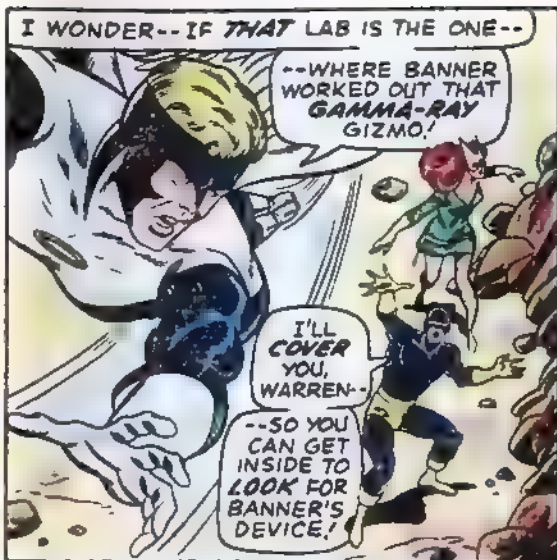
BUT, EVEN AS HANK MCCOY SHOUTS--FIVE HUNDRED POUNDS OF STEEL-MUSCLED MASS STRIKE THE DESERT FLOOR BELOW--!

KROOM!

THE HULK HIT HARDER THAN BEAST CALCULATED!

HE'S BEING BURIED --BY A ROCKY AVALANCHE!





18
CONTINUED AFTER NEXT PAGE

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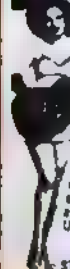
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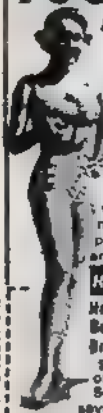
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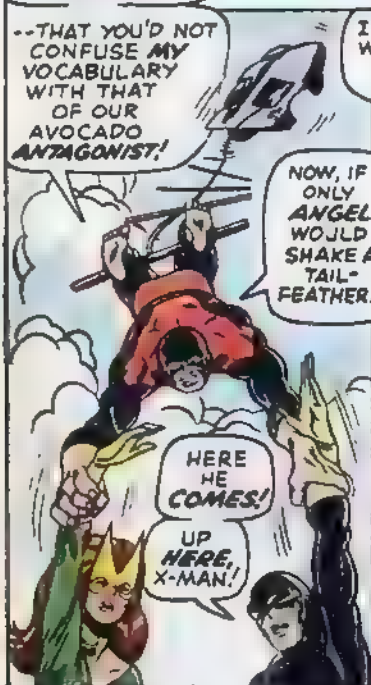


MOST
COMMEND-
ABLE,
MASTER
SUMMERS!

I SHOULD HOPE,
SCOTTY--

TO THINK
ONLY OF OTHERS,
IN A MOMENT
OF IMPENDING
CATASTROPHE!

IT'S--
HANK!



--THAT YOU'D NOT
CONFUSE MY
VOCABULARY
WITH THAT
OF OUR
AVOCADO
ANTAGONIST!

NOW, IF
ONLY
ANGEL
WOULD
SHAKE A
TAIL-
FEATHER...!

HERE
HE
COMES!

UP
HERE,
X-MAN!



I THINK I'VE GOT
WHAT WE WERE
LOOKING FOR,
GROUPIES!

NOW, IF
ONLY THE
HULK
DOESN'T
LEAP
AFTER
US!

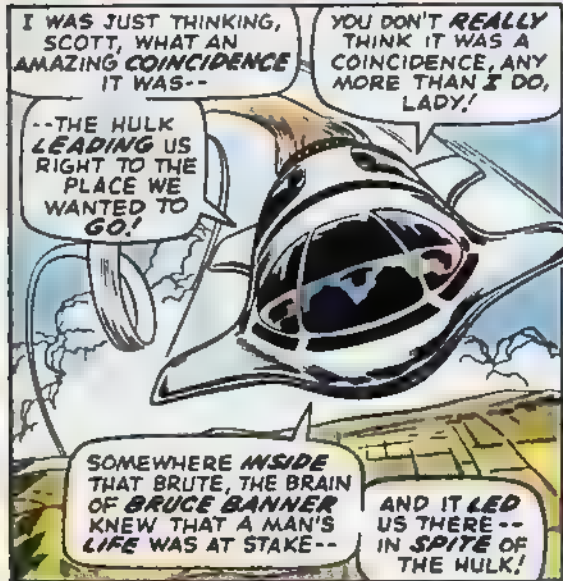
NOT TO
WORRY,
FELLA....!



ALL THAT OUR GREEN-
SKINNED GARBAGE WANTS--
IS TO BE LEFT ALONE!

THEY'RE
GONE--
AT LAST!

NOW, MAYBE
HULK CAN
FIND--
PEACE!



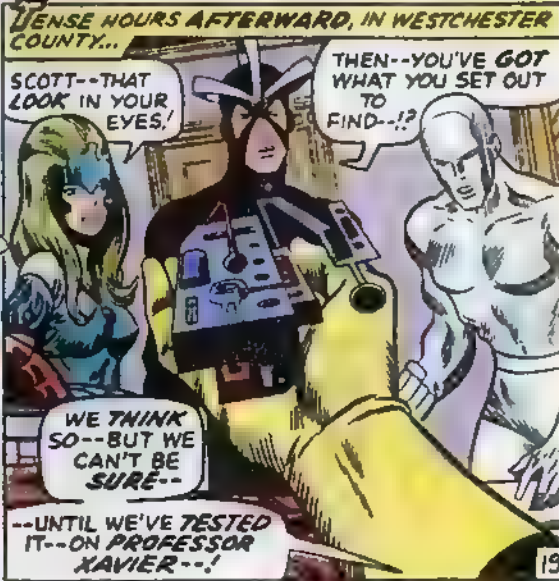
I WAS JUST THINKING,
SCOTT, WHAT AN
AMAZING COINCIDENCE
IT WAS--

YOU DON'T REALLY
THINK IT WAS A
COINCIDENCE, ANY
MORE THAN I DO,
LADY!

--THE HULK
LEADING US
RIGHT TO THE
PLACE WE
WANTED TO
GO!

SOMEWHERE INSIDE
THAT BRUTE, THE BRAIN
OF BRUCE BANNER
KNEW THAT A MAN'S
LIFE WAS AT STAKE--

AND IT LED
US THERE--
IN SPITE OF
THE HULK!



SEVERAL HOURS AFTERWARD, IN WESTCHESTER
COUNTY...

SCOTT--THAT
LOOK IN YOUR
EYES!

THEN--YOU'VE GOT
WHAT YOU SET OUT
TO FIND--!?

WE THINK
SO--BUT WE
CAN'T BE
SURE--

--UNTIL WE'VE TESTED
IT--ON PROFESSOR
XAVIER--!

**MOMENTS LATER, A COLD METAL
BUTTON IS PRESSED...**

**THEN, ITS DULL,
INSISTENT
HUMMING
CEASES...**

**AND A MINIATURIZED
DEVICE PERHAPS UNDER-
STOOD BY ONLY TWO MEN
ON ALL THE EARTH, FEEDS
GAMMA-RAY IMPULSES
TO A DORMANT BRAIN!**

**...AND NOTHING
IS HEARD BUT
THE MURMUR
OF SEVEN
WHISPERED,
PRAYERS....**

**X-MEN--LOOK!
HIS EYES ARE
OPENING!**

**BUT, ARE THEY
OPENING WITH LIFE--
OR THE VACANT
STARE OF DEATH?**

**YOU HAVE...
DONE WELL,
MY X-MEN!**

**QUIET, BOTH
OF YOU!
HE--HE'S
TRYING TO
SPEAK...**

**YOU
DECIPHERED...
THE ONLY CLUE
...I COULD
SUMMON POWER
TO GIVE YOU...**

**HE'S
GOING TO
LIVE!!**

**THANK
THE
LORD!**

**PERHAPS THERE'S
JUSTICE LEFT IN
THIS RAGTAG
WORLD, AFTER
ALL!**

**I'LL...BE ON MY
FEET IN NO
TIME...I PROMISE
YOU!**

**THERE ARE
WRONGS TO BE
RIGHTED...A WORLD
TO BE SAVED FROM
EVIL MUTANTS...
AND FROM ITSELF...**

**AND WE'LL SAVE IT, SIR...WITH YOUR
HELP!**

AMEN!

**I HOPE SO, SCOTT...
BECAUSE IT'S A GOOD
WORLD, BASICALLY...
ONE WELL WORTH
THE SAVING...**

**...AS LONG AS THERE
ARE PEOPLE IN IT
LIKE...THE X-MEN!**

**AND THEY
FOUGHT
HAPPILY
EVER
AFTER....**

AWESOME ANNOUNCEMENTS CALCULATED TO ROUSE YOU INTO A SEETHING SEA OF LETHARGY!

Let's find out what has been happening to our batty Bulpen gang since we saw you last—

Our own STAN LEE and his old friend CARMINE INFANTINO (our leader's counterpart at National Periodical Publications) shared a lively lunch together recently. They got all misty-eyed talking over old times and speculating about what might have been—what could have been—and what new excitement is still in store for all of comicdom. And, in this dog eat dog world of ours, it's kind'a nice to know that a couple of all out competitors can still retain their longtime respect and affection for each other. And now, while we pause to dry our eyes... ONWARD—

How many of you know that the cover depicting Joe Namath in a King Kong pose on a recent issue of *ESQUIRE MAGAZINE*, as well as the illustrations for the accompanying article within the mag, were drawn by our own MARVELOUS MARIE SEVERIN? (If that doesn't get her some free ducats to the Jets' next big bash, nothing will!)

Effective this month, BIG JOHN BUSCEMA is back at the artistic helm of the mighty AVENGERS once again. He claims to have missed all the cavortin' characters, as well as the fun of juggling eight or nine superheroes in one mixed up mag. And we're celebrating his return with a tale about—but why tell you now? Read the Checklist and see for yourself!

And how's this for an eye opener? JACK (KING) KIRBY has done both the script and the penciling for a dynamite thriller in the current ish of *CHAMBER OF DARKNESS*! For those of you who never knew that the Jolly One is as gifted a writer as he is an artist, this'll be a real serendipity. And, speaking of J.K., he and his radiant Roz are now building their own home in sunny California. He should worry how much we have to spend on postage stamps!

Speaking of California, how about RASCALLY ROY THOMAS finally seeing his life long idol, Elvis Presley, during a recent West Coast vacation where he also visited GROOVY GARY FRIEDRICH—who's now complete with a new moustache and a beautiful brand new bride! Roy and his lovely wife Jean still haven't told us how they made out at the gaming tables of Las Vegas, but since the Rascally One hasn't borrowed anything more than the key to the washroom lately, we figure he did okay for himself!

And now, a final message to GENIAL GENE COLAN. We know we've been keeping you so busy you haven't had time to come to the Bulpen in weeks. But honest to Aunt Petunia,

STAN'S SOAPBOX

From time to time we receive letters from readers who wonder why there's so much moralizing in our mags. They take great pains to point out that comics are supposed to be escapist reading, and nothing more. But somehow, I can't see it that way. It seems to me that a story without a message, however subliminal, is like a man without a soul. In fact, even the most escapist literature of all—old time fairy tales and heroic legends—contained moral and philosophical points of view. At every college campus where I may speak, there's as much discussion of war and peace, civil rights, and the so-called youth rebellion as there is of our Marvel mags per se. None of us lives in a vacuum—none of us is untouched by the everyday events about us—events which shape our stories just as they shape our lives. Sure our tales can be called escapist—but just because something's for fun, doesn't mean we have to blanket our brains while we read it! Excelsior!

Stan Lee

pal, you don't have to keep introducing yourself every time you phone. We still remember you, Charlie!

THE MIGHTY MARVEL CHECKLIST

Marvelous Mags On Sale Right Now!

FANTASTIC FOUR #97: The title's enough to tell you that it's Lee and Kirby at their greatest! "The Monster from the Lost Lagoon!" Take it from them, Irving!

SPIDER-MAN #83: Take a brand-new baddie called the Schemer! Mix with a sensational old timer like the Kingpin! Add a desperate, battling Spidey! Instant action!

SILVER SURFER #14: This is almost too much to bear! The Surfer actually meets—and battles—Spider Man! As only Lee and Buscema could present it! 'Nuff said!

AVENGERS #74: A nation on the brink of crisis! The Black Panther wanted dead or alive! All this—and the Sons of the Serpent too! One of Marvel's mightiest!

THOR #174: He's mysterious! He's murderous! He's a walking hunk of mayhem! He's the mad, merciless Crypto Man! And the God of Thunder has to face him!

CAPTAIN AMERICA #124: Her name is Suprema, and her evil enchantment turns the forces of Shield against Cap himself! It's daring! It's dazzling! It's different!

HULK #126: From beyond the dark edges of reality comes—the Night Crawler! Featuring the most unlikely guest star of all—Dr. Strange! A chiller, all the way!

DAREDEVIL #62: The Man Without Fear is replaced by the mystery-cloaked new hero called Night-hawk! But, is he really a hero—or the most dangerous villain of all?

X-MEN #66: The target is the Hulk—the scene is Las Vegas—and the stakes are the life of Professor X! The greatest mutant masterwork yet!

IRON MAN #24: The coming of the Minotaur—perhaps the most terrifying, most tragic super villain of all! And—the return of the menacing Madame Masque!

SUB-MARINER #24: The Human Killer Whale on one side—the treacherous Tiger Shark on the other! Can either Namor or sunken Atlantis escape total destruction?

SGT. FURY #76: Revealed at last—the startling secret of Nick Fury's father! With the greatest World War I flying exploits ever—not to mention the Red Baron!

CAPT. SAVAGE #19: The rampaging Raiders return to the sea—in a submarine-packed adventure that'll really rock ya! Title "They Serve in Silence"

CHAMBER OF DARKNESS #4: A trio of night shrouded shockers, carefully concocted to knock you outta your tree! With awesome artwork by three of Marvel's masters!

MARVEL'S GREATEST COMICS #26: Three great features—together under one metal stapled roof! The F.F.—of Shellhead—and Doc Strange—in their greatest tales!

AND, OF COURSE—

MILLIE THE MODEL #181—CHILI #12—MAD ABOUT MILLIE #10—OUR LOVE STORY #4—KID COLT #144

AND, STILL ON SALE—

TOWER OF SHADOWS #4: A haunted house destroyed—a man killed, by a curse—and, the mortal peril of an escaped demon! Need we say more?

MARVEL SUPER-HEROES #25: the Hulk on a rampage!—the X-Men meet Sub-Mariner—and DD locks horns with the menacing Matador—Talk about bargains!

MARVEL TALES #25: Thor—the terrific Torch—and, oh yes, a guy called Spider Man! If we put any more entertainment in one mag, they'd tax it!

Not to mention **WHERE MONSTERS DWELL #2—MY LOVE #4—RINGO KID #2—HOMER THE HAPPY GHOST #3—and PETER THE LITTLE PEST #3.** (Which we mentioned anyway.)

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Dear Stan, Roy, Neal, and the Bulpin,

"Perhaps clothes do make the man!" And here again is another of Marvel's stunning gut-crusher shock-you-breathless endings to an issue of X-MEN. Only one other issue in my memory has surpassed the last panel of issue #62 for sheer shock value, #17, which also dealt with the X-Men's first and greatest foe, Magneto, and which I commented upon with some rather headstrong enthusiasm at the time.

Though I've never really thought that highly of Ko-Zor as a character, this edition of X-MEN has to rank highly among my favorites. Not only was it blessed with the astonishing closing shot, it was also graced with another score of pages of Neal Adams' genius work. Adams is the most original, and very likely the most important, artist working in comics today. He's worked all over the field and has never failed to revolutionize any character that he has handled. The primary example of this remarkable tendency in Adams' work shall go nameless here, it being one of the oldest characters in the field and one of your rival company. A revamping of such magnitude is tribute to the excellence of Neal's illustrations. In addition, he has also brought truly astronomical quality to the X-Men in his months at the pencil, quality which has me buying each issue with a fervor that my previous years as a fan never equaled. I shudder at the thought that he may someday be given rein to ink his own drawings... and perhaps even to write his own script, as he has done in the past.

Months would be, for me, years... come to think of it, this issue had the all-Neal feel... could it have been an all Adams ish? Please think about it. Like clothes, the artwork of an issue does not make the whole... but Neal Adams' phenomenal depiction of the X-Men is beyond doubt the best thing going for Marvel and for the whole comics field today. Keep him working.

Guy Lillian III, #3 Driftwood Blvd.,
Kenner, La. 70062

We will, Guy. Although Neal's backbreaking schedule of comics and advertising work kept him from doing all of the recent X-MEN issues, the Notorious One will keep as busy as he wants to be for Mighty Marvel—drawing a series of spooky classics for our weird-type mags. And believe us, pal—if you think Neal's superheroes are something, you should see him tear loose doing the Great Pumpkin!

(Special inside aside: you're one of our "Favorite Guys," too!)

Dear Stan, Roy and Neal,

After #29 what happened to Carl Rinkin, formerly the Mimic? Why hasn't the Super Adaptoid (also #29) reappeared as promised? What happened to Jean at Metro college (#23). In the last panel she was quoted as saying "It's all right, professor! It isn't something I can hide for long—much as I might wish to! Tomorrow I must leave the X-Men forever. The last time Miss Grey was to be seen linked with college was #34. What happened to Ted Roberts and his conflict in suspecting Jean's identity?

In issue #46 "End of the X-Men", the X-Men were to separate for "the ever-growing population of Evil Mutants," as stated by FBI agent Duncan (page 14 of that issue). Well, at last this was followed up—for about two issues. They were back together again beginning with #49. Now, make up your mind.

These are just highlight questions on your failure to develop the X-Men. I agree with Donald McGregor (issue #60, letter page) that these questions along with his on the immediate future of

Scott's brother and the development of romances between Candy and Warren, Jean and Scott and lastly Bobby and his girl friend (what's her name—oh it has been so long) should be answered.

Don't worm out of this one with a time span explanation. After all, how long does it take for the X-Men's leader to kiss Jean?

David Canzo
(Address not given)

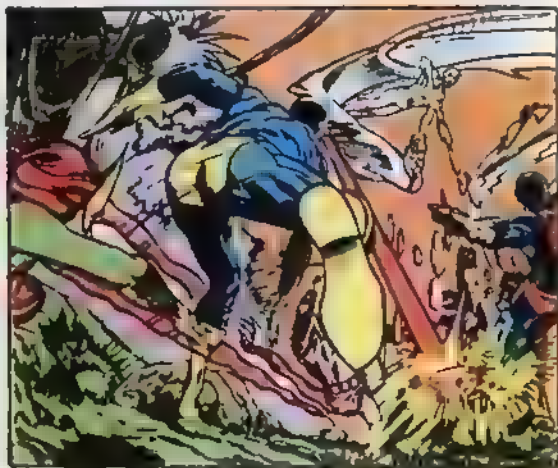
Maybe they've been smooching it up off-panel, Dave, and not telling anybody about it. After all, some things are nobody's business except the persons involved.

Dear Stan,

The X-MEN have been getting better each month. And it all started in ish #57. Can you guess who did it? Why, Neal Adams of course. His art is tremendous. Please leave him on the X-Men. The Sentinel story was great. They were excellent villains. I hope they come back.

Now let's get down to business. I was looking through my X-Men collection (from 36 on) and decided to reread ish #54, "Cyclops Must Die". It started off like any other Marvel comic, just great. Well I got as far as page... panel 3 word balloon 1, word 10. The word "burn". I remember correctly Cyclops Optic Blasts are force, like Iron Man's Repulsion Rays. If this is true then Cyclops couldn't have burned off the chains on Alex's wrist. Right, (I hope so!) Oh, well, I'll forgive you. But only if you can get Marvel Girl to bring me my Genuine No-Prize. I'll be waiting.

Dave Ballman, 7692 Mitchell Drive,
Edwards, California 93523
R.F.O., T.T.B. and hopefully Q.N.S.



Dear Stan and Roy,

In X-Men #47 we saw the Torch tell Iceman that he would battle him when the Mets win the pennant. Well?

Allan G. Latowill, 155 Hayward Place,
Wallington, New Jersey 07055

Also, the Mets would seem to have come thru a bit too late—as the announcement at the end of this section will affirm. Even when our Amazon's win, they lose! Sorry 'bout that, All.

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F.F.F. (Fearless Front Facer)—An honorary title bestowed for devotion to Marvel above and beyond the call of duty



Dear Stan and Werner,

After reading this letter you will inevitably learn that I have a few complaints about the X-MEN; namely, they've gone to pot. In ish #1 Lee, Kirby, and Reinman were the staff, and doing great. The origin from ish #1 was weak, though the stories were absolutely great through #19, which was Stan's last issue.

Now, back to art. There's only one word that can describe Kirby; great! Then issue #12, and then came Alex Toth. Not bad, but he did poorly on Iceman, and Vince Colletta carried most of the weight with his inking. Ish #13 brought a new artist—Jay Gavin, more commonly known as Werner Roth, who did a better job on the Human Torch than Kirby did then, or does now, though on everything else, he was just about the same, until ish #29. Then Dick Ayers left for FURY, (or more time on him; he was replaced by John Tartaglione.

This was the X-MEN of their greatest. Roy Thomas had not failed to come up with a good plot since he came, though Stan's were a little better. It was apparent that Dick Ayers had been holding Mr. R.'s work back; but what can you expect when one works as fast as the darling one? The X-Men maintained their height for only a few issues, when Andru/Bell, and then Heck took over, I read each one once, and I haven't touched them since. I'll put it this way; Heck was terrible, Steranko was worse, and Smith was so bad I felt like reading some infantile Brand Echh mag to help recover my senses.

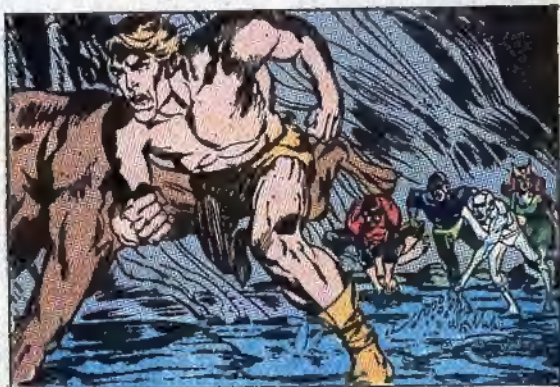
Then came Adams. When I read about his coming in the first place it was "Oh, noll Nat another one of these!" I was wrong. For a change, I liked it. #60 and 61 were tapered off a bit, and then as I stood bemused and bamazed with a copy of X-MEN #62 in my hands, I felt abruptly sick. Good cover? Sure. That is, unless you look at it. Ka-Zar stepped on a sharp rock and his eyes bugged out of his head—and off the cover. Cyclops is remembering the tooth he had pulled last Friday, and Marvel Girl is telling him she just stepped in some quicksand, and the Beast just remembered that he forgot glasses, while Iceman is in the midst of slipping on, of all things—Ic! Inside more of the same. The Beast too tall, and without his pug nose, and Iceman without his crystals, and with insufferable little ellipses instead. This must have been his own inking, whereas the other ones weren't. I think Mr. Adams has been receiving credit for Mr. Palmer's work.

Now for the writers... The following is a list of their mistakes: (1) doing away with supporting characters (2) new cos-

tumes (3) changing the letterhead to the X-MEN featuring... (4) the death of Professor X (5) the X-MEN splitting up (6) putting THE STRANGEST TEENS OF ALL TIME on the cover. It sounds phony, I'd rather you put the Angel back up there. Oh, yes, Roy—if you want me to keep buying the mags that you write, I suggest that you keep word balloons off the cover. Very shortly I intend to stop buying the ones with them on the cover. Their lack was the main reason why I became a Marvelite in the first place.

I know that Werner is a slow artist, but if he even did every other issue I'd be satisfied. Meanwhile, Mr. Adams is desperately needed on other mags.

Kurt (never satisfied) Erichsen, 1580 West Myrtle, Loos Bay, Ore. 97420



A special announcement from Stan, Roy, and Neal:
This is the final issue of THE X-MEN.

At least for the time being. Though Roy and Neal have devoted long hours to recent issues (as have our two fill-in artists)—and though a mountain of mail has assured us that many Marvelites truly enjoy the job they've been doing—the plain truth is that the magazine's sales don't warrant our continuing the title. We feel that the artists and writers involved can better devote their time to other projects, other characters.

And so the X-Men go on the shelf.

We doubt if they'll stay there, though. Our misunderstood mutants, like most of our other heroes, have often seemed to possess a life all their own—and we've got an educated hunch that they'll be zooming into the pages of various Marvel mags in the not-too-distant future. Shed no tears for them, friends; they'll be around.

As for what will replace them—and the couple of other magazines we've discontinued in recent months—well, you know that we've always preferred to spring surprises on you. And we can guarantee that you'll be moved and shaken by some of the things we've got up our collective sleeves.

Mighty Marvel is on the move again—and if you don't believe us, pilgrim, just wait till the dust clears! Excelsior!

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- E. Total distribution from C and D: Average no. copies each issue during preceding 12 months: 335,011; single issue nearest to filing date: 199,487.
- F. Office use, left-overs, unsold copies, returned after printing: Average no. copies each issue during preceding 12 months: 196,194; single issue nearest to filing date: 175,617.
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I certify that the statements made by me above are correct and complete.

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Do you have art talent worth developing? Take our free test and see

If you have ever wondered whether you had art talent, here is your chance to find out. The founders of Famous Artists School have put together what many artists and educators consider to be the most revealing test of art ability ever devised. It is offered to you free.

Designed for people uncertain of their ability

The people who take this Art Talent Test are of all ages and occupations. Most of them have little or no previous art training. By professional standards, their drawings may be awkward and amateurish. But the ones who possess the gift of art talent reveal it in many ways. Through simple little exercises, they show the inborn sense of design, the feeling for composition, the ability to observe, and the lively imagination which are such important ingredients of art talent.

The reliability of this method of screening, as well as the effectiveness of the training, has been proven again and again by the impressive record of success of our students and graduates.

They passed the test and went on to become successful artists

When Anthony Fotia took the Art Talent Test, he was a mail clerk, "stuck" in a low-pay routine job. Today, he's an artist for a printing firm, doing exciting creative work. Kathleen Gironda went from a salesgirl in a department store to a fashion illustrator in the same store. Virginia Bartter, a farmer's wife and mother of three, now sells just about everything she paints. These are just a few of the literally hundreds of "success stories" our students report to us.

So if you love to sketch or dabble in paints

—and have often wondered if you "have what it takes" to become a well-paid commercial artist or sparetime professional painter—why not seize this opportunity to find out? All you need is a pencil and a half-hour of your time. With your special interest, it will be one of the most intriguing and enjoyable half-hours you ever spent.

What the Talent Test covers

First, you will be shown ten pairs of simple designs and asked to pick the one in each pair that has "a feeling of rightness" about it. Then you will see twenty pairs of pictures, and check which composition in each pair is more pleasing. You'll be asked to do original sketches to demonstrate your imagination and powers of observation. And in similar ways, your feeling for mood, form, movement, and so on will be tested.

When you complete the test and mail it back, it will be graded free by a member of the School's staff. If you receive a passing grade (and we must warn you that many don't), or can offer sufficient evidence of art talent, you will then be eligible to enroll. You may choose whichever of our courses is best suited to your goals.

Courses offer personal instruction

These courses were especially designed for talented people who can't leave their families or jobs for art training away from home. The 12 famous artists who started the School over 19 years ago contributed all their lifetime secrets of art technique to what they believe to be the finest art lessons ever created. They took time out from their own busy careers and made thousands of special drawings to demonstrate each point. Then they devised a method of constructive criticism that is as personal as tutoring. Your instructor, who is himself required to be a practicing professional artist, spends up to several hours on just one of your assignments. He actually draws or paints his suggestions for improvement, and then "talks" to you by letter, dictating a long, friendly message of specific advice and encouragement.

You will receive an interesting brochure about our School and its revolutionary methods along with your free Art Talent Test. If you have ever dreamed of success in art, and wondered if it were possible, why not mail the coupon at left for both the Talent Test and the brochure right now?

Famous Artists School
Studio A-8235
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